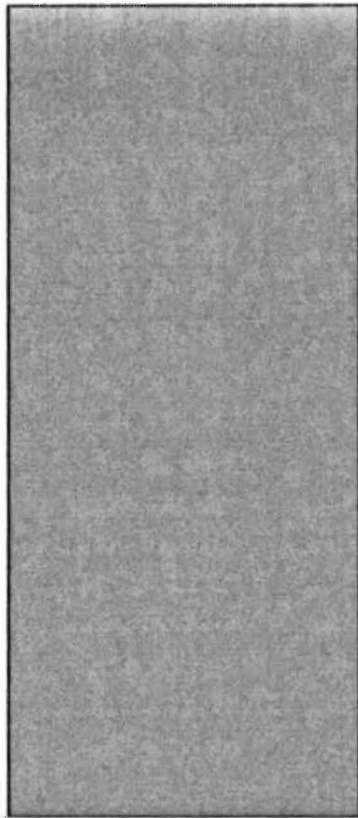


## **ATTACHMENT B**

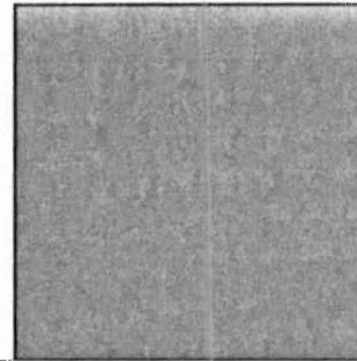
## Percent Minority Population

**52.3%**



**Boston - No FiOS**

**22.9%**

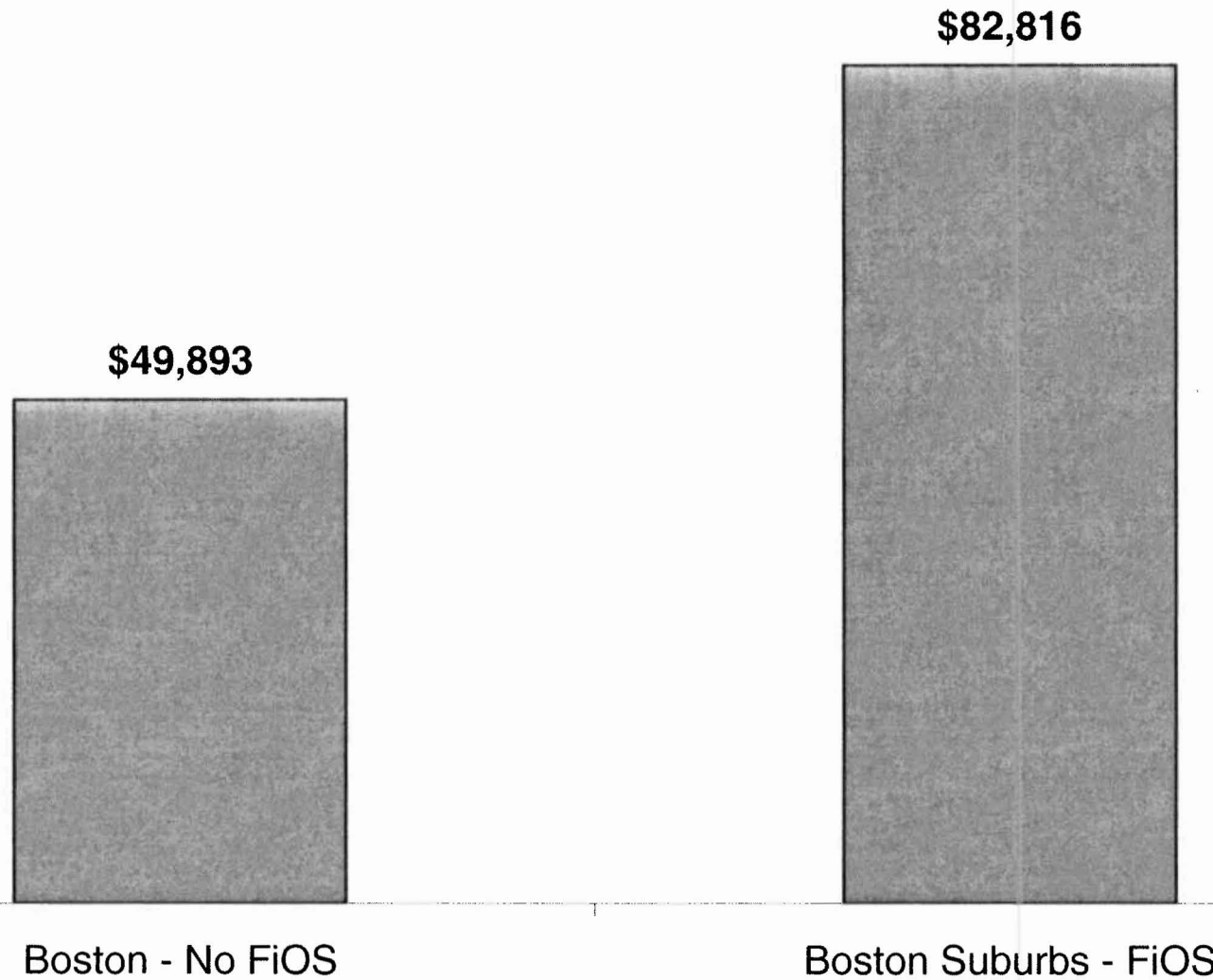


**Boston Suburbs - FiOS**

*FiOS suburbs include 77 towns in Middlesex, Essex, Suffolk, and Norfolk counties with FiOS*

*Source: U.S. Census Bureau, American Community Survey, 2006-2010*

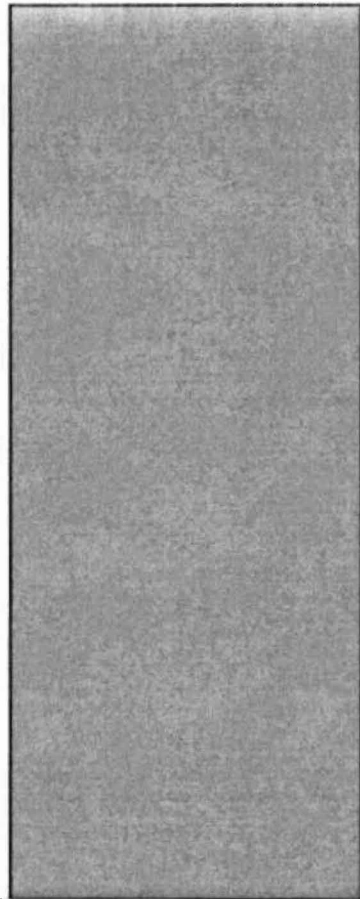
## Median Household Income



*FiOS suburbs include 77 towns in Middlesex, Essex, Suffolk, and Norfolk counties with FiOS*  
*Source: U.S. Census Bureau, American Community Survey, 2006-2010*

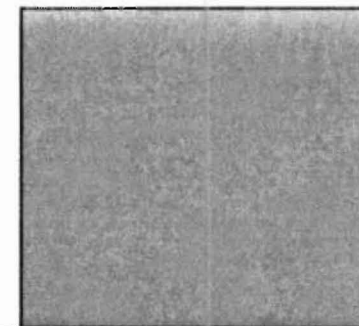
## Percent Households Below Poverty Line

**23.3%**



**Boston - No FiOS**

**8.3%**

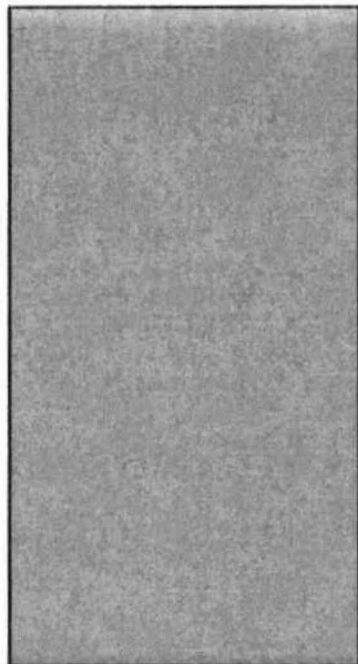


**Boston Suburbs - FiOS**

*FiOS suburbs include 77 towns in Middlesex, Essex, Suffolk, and Norfolk counties with FiOS*  
*Source: U.S. Census Bureau, American Community Survey, 2006-2010*

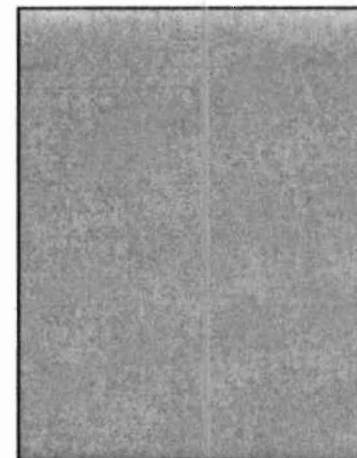
## Percent Minority Households

**72.0%**



**Baltimore - No FiOS**

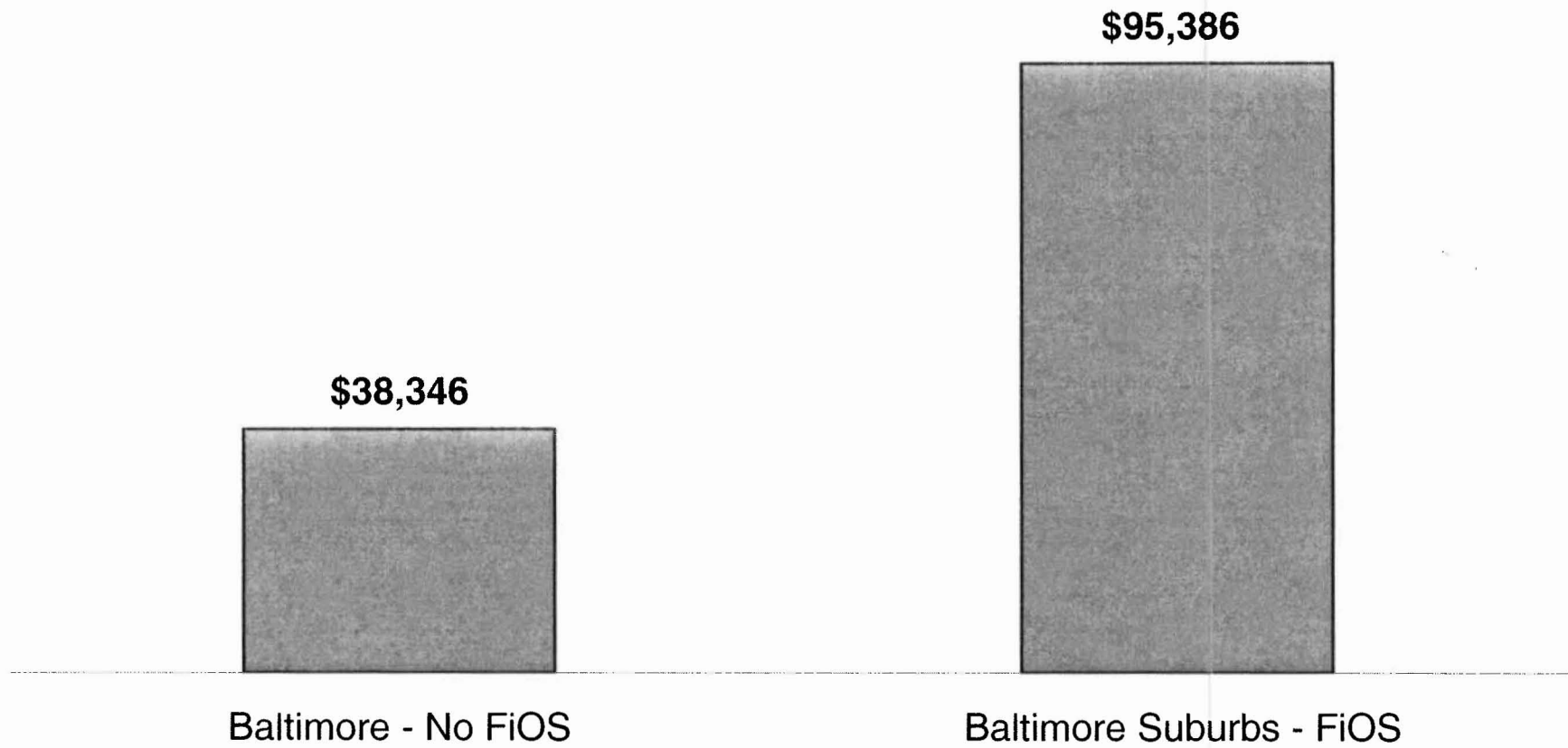
**49.4%**



**Baltimore Suburbs - FiOS**

*Baltimore suburbs with FiOS include these counties: Anne Arundel, Harford, Howard, Montgomery, and Prince George's*  
*Source: U.S. Census Bureau, American Community Survey 2010*

## Median Household Income

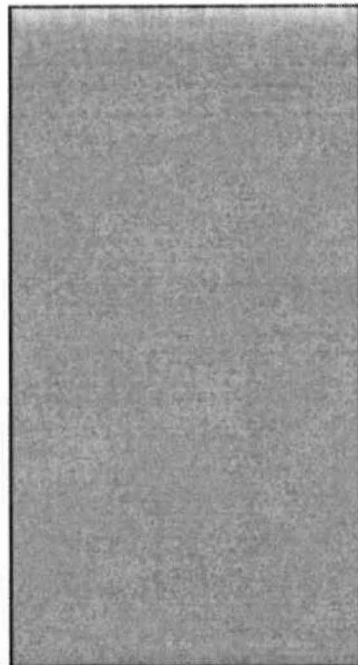


*Baltimore suburbs with FiOS include these counties: Anne Arundel, Harford, Howard, Montgomery, and Prince George's*

*Source: U.S. Census Bureau, American Community Survey 2010*

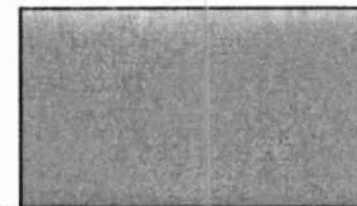
## Percent Households Below Poverty Line

**25.6%**



**Baltimore - No FiOS**

**7.7%**

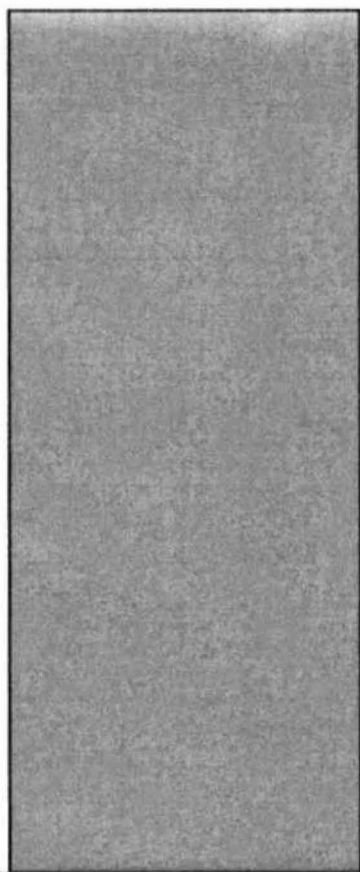


**Baltimore Suburbs - FiOS**

*Baltimore suburbs with FiOS include these counties: Anne Arundel, Harford, Howard, Montgomery, and Prince George's  
Source: U.S. Census Bureau, American Community Survey 2010*

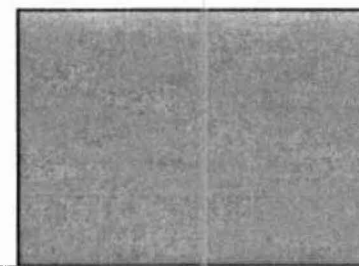
## Percent Minority Population

**44.8%**



**Albany - No FiOS**

**13.4%**

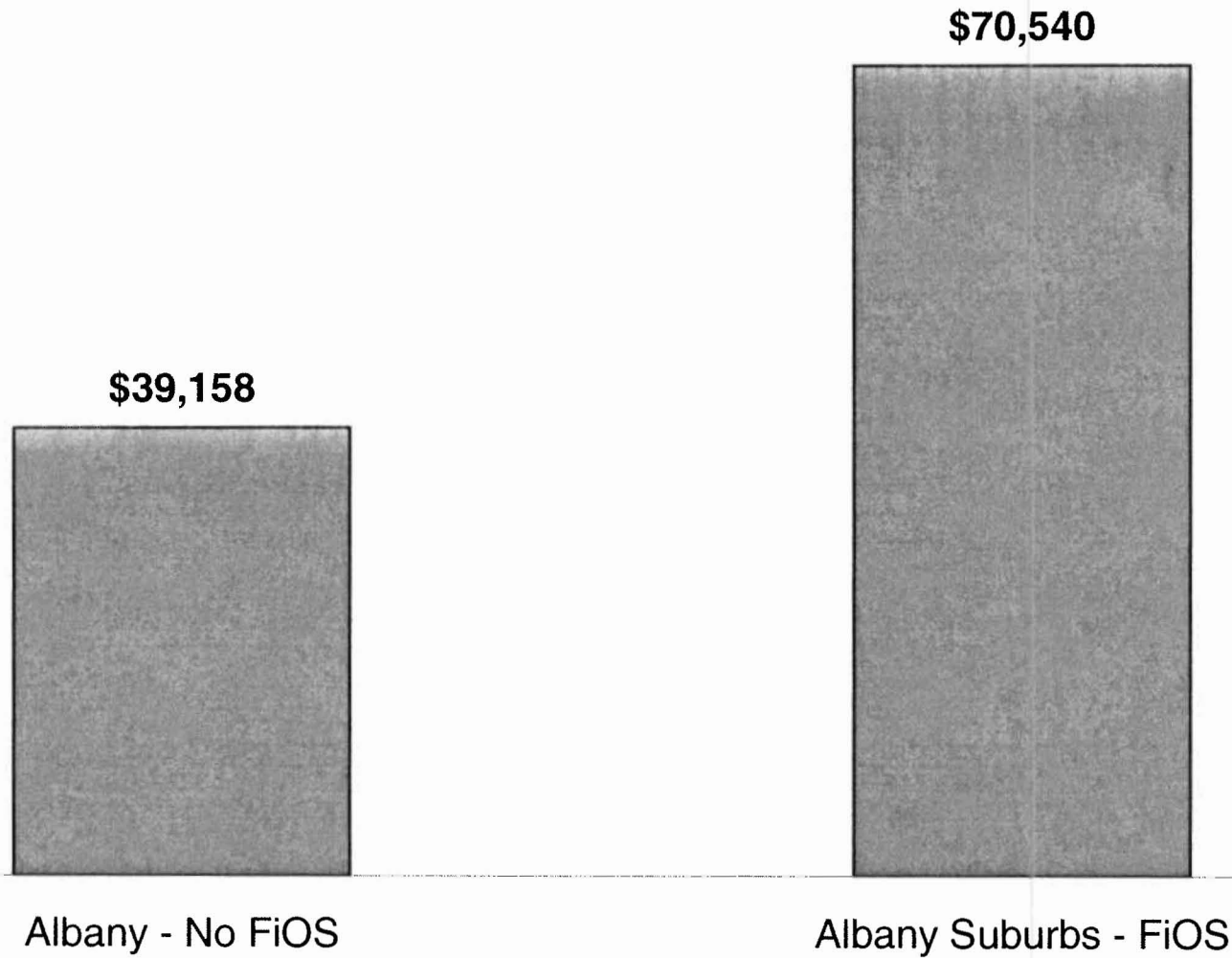


**Albany Suburbs - FiOS**

*Albany suburbs with FiOS include: Bethlehem, Colonie town, Guilderland, and Colonie Village  
Source: U.S. Census Bureau, American Community Survey 2006-2010*



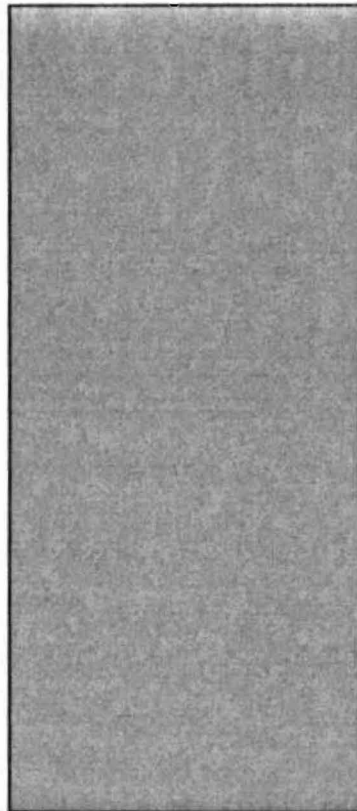
## Median Household Income



*Albany suburbs with FiOS include: Bethlehem, Colonie town, Guilderland, and Colonie Village*  
*Source: U.S. Census Bureau, American Community Survey 2006-2010*

## Percent Households Below Poverty Line

**25.3%**



**Albany - No FiOS**

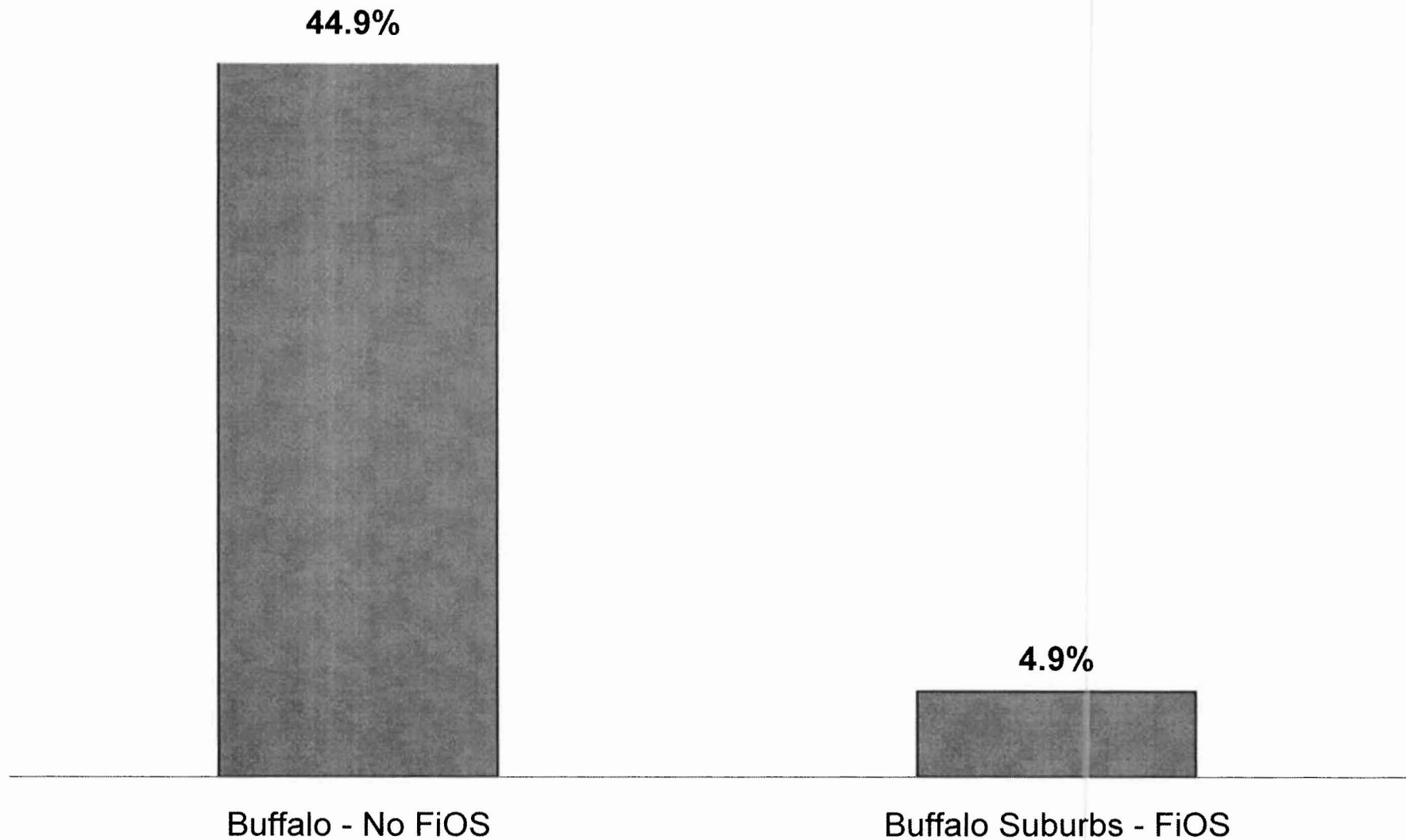
**5.4%**



**Albany Suburbs - FiOS**

*Albany suburbs with FiOS include: Bethlehem, Colonie town, Guilderland, and Colonie Village  
Source: U.S. Census Bureau, American Community Survey 2006-2010*

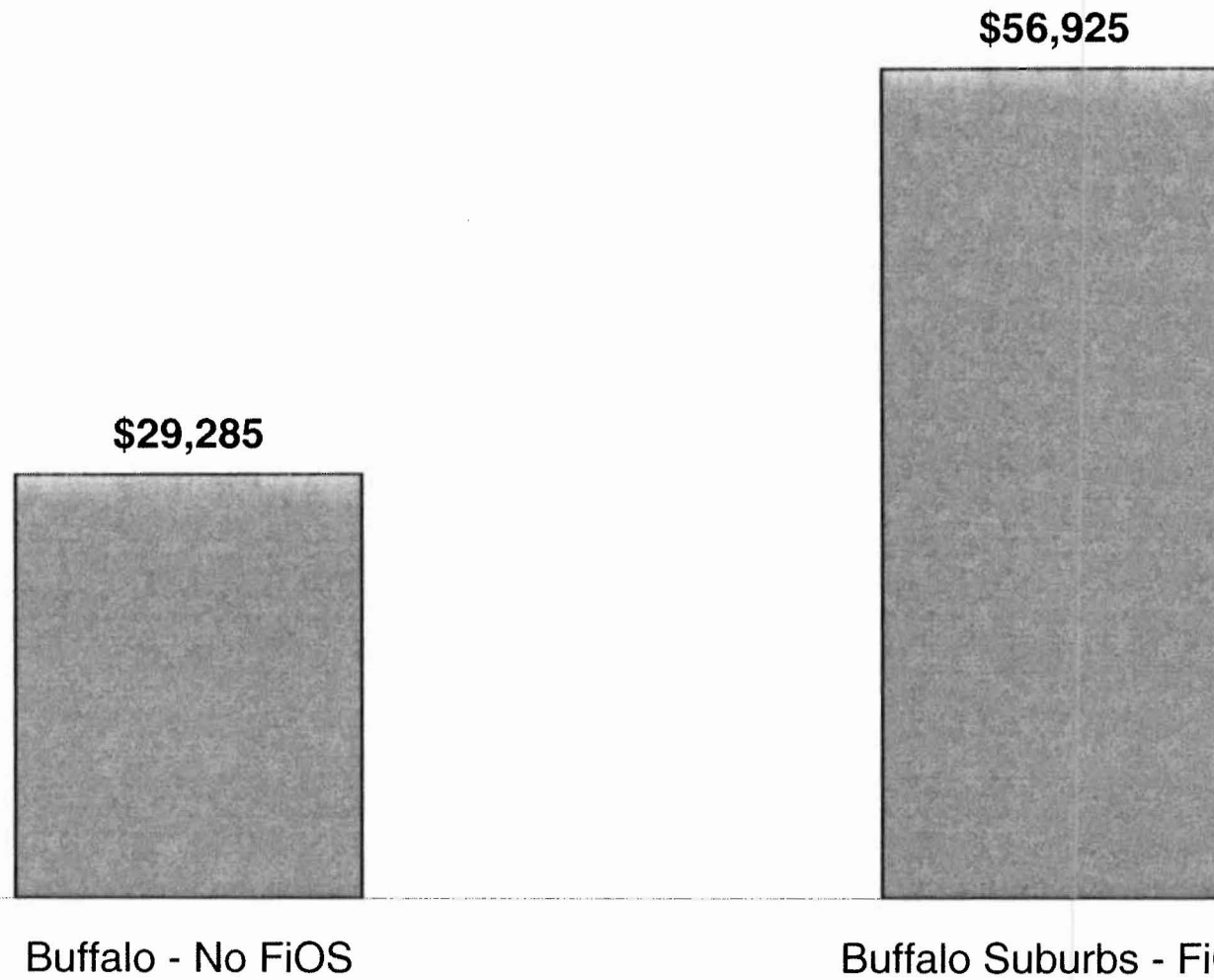
## Percent Minority Population



*FiOS Suburbs include towns of Tonawanda, Amherst, West Seneca, Hamburg, Orchard Park; villages of Kenmore, Blasdell, Hamburg, Orchard Park; and city of Lackawanna*

*Source: U.S. Census Bureau, American Community Survey 2009*

## Median Household Income

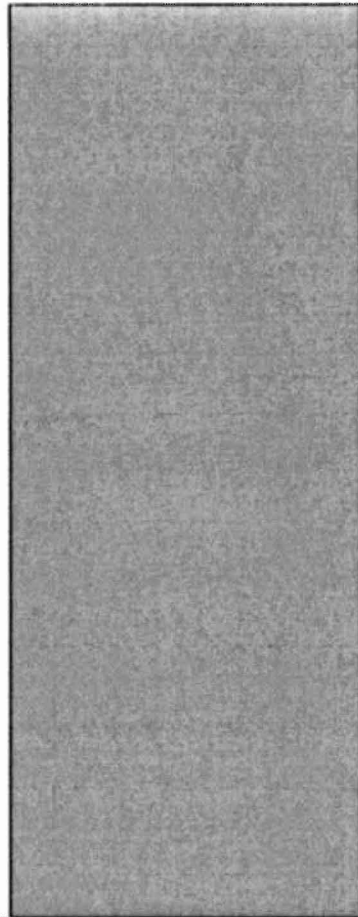


*FiOS Suburbs include towns of Tonawanda, Amherst, West Seneca, Hamburg, Orchard Park; villages of Kenmore, Blasdell, Hamburg, Orchard Park; and city of Lackawanna*

*Source: U.S. Census Bureau, American Community Survey 2009*

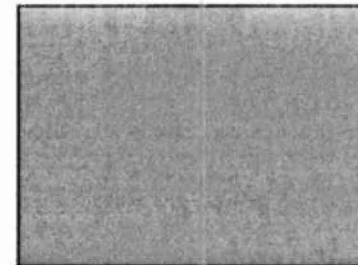
## Percent Households Below Poverty Line

28.8%



Buffalo - No FiOS

8.2%

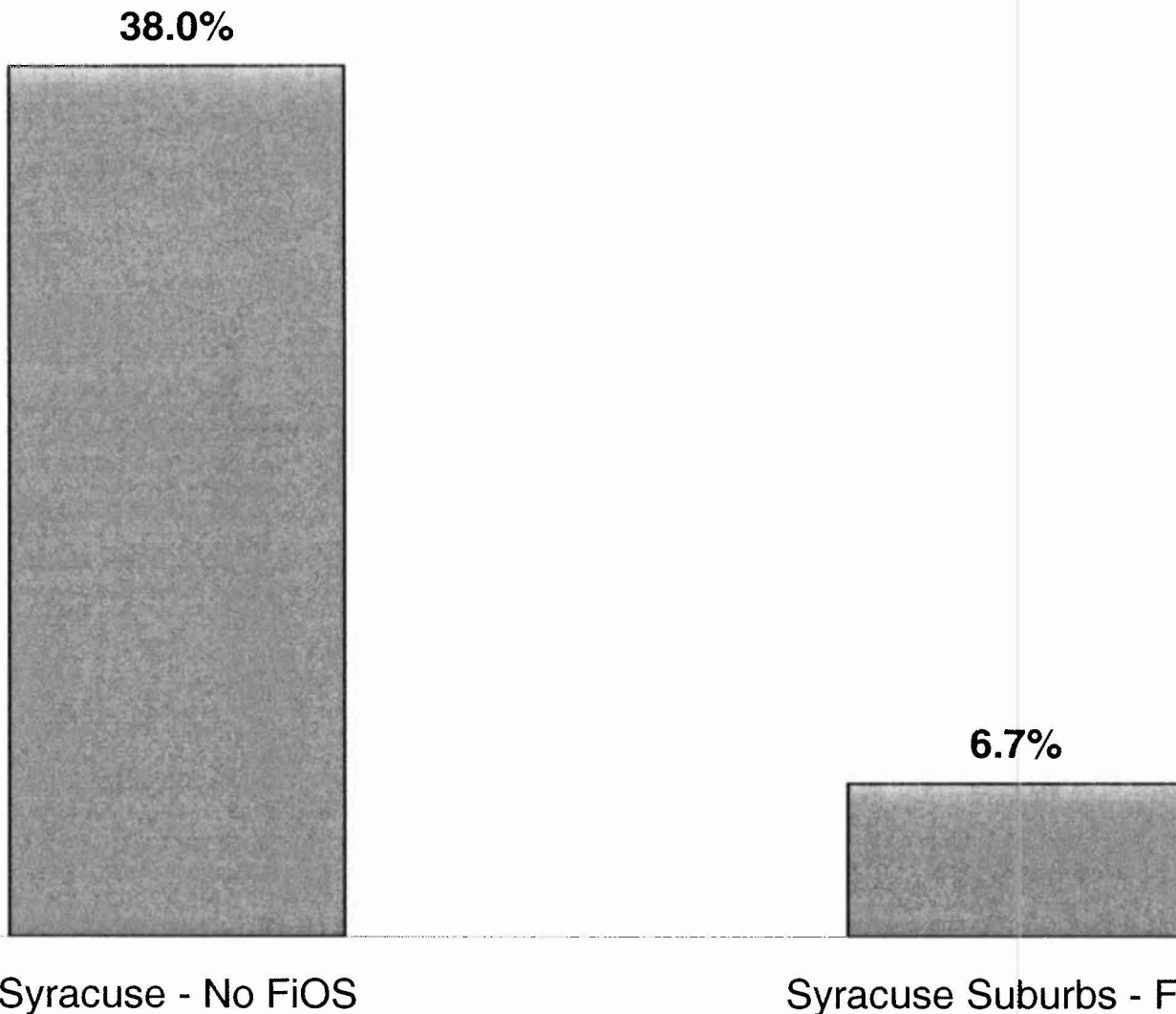


Buffalo Suburbs - FiOS

*FiOS Suburbs include towns of Tonawanda, Amherst, West Seneca, Hamburg, Orchard Park; villages of Kenmore, Blasdell, Hamburg, Orchard Park; and city of Lackawanna*

*Source: U.S. Census Bureau, American Community Survey 2009*

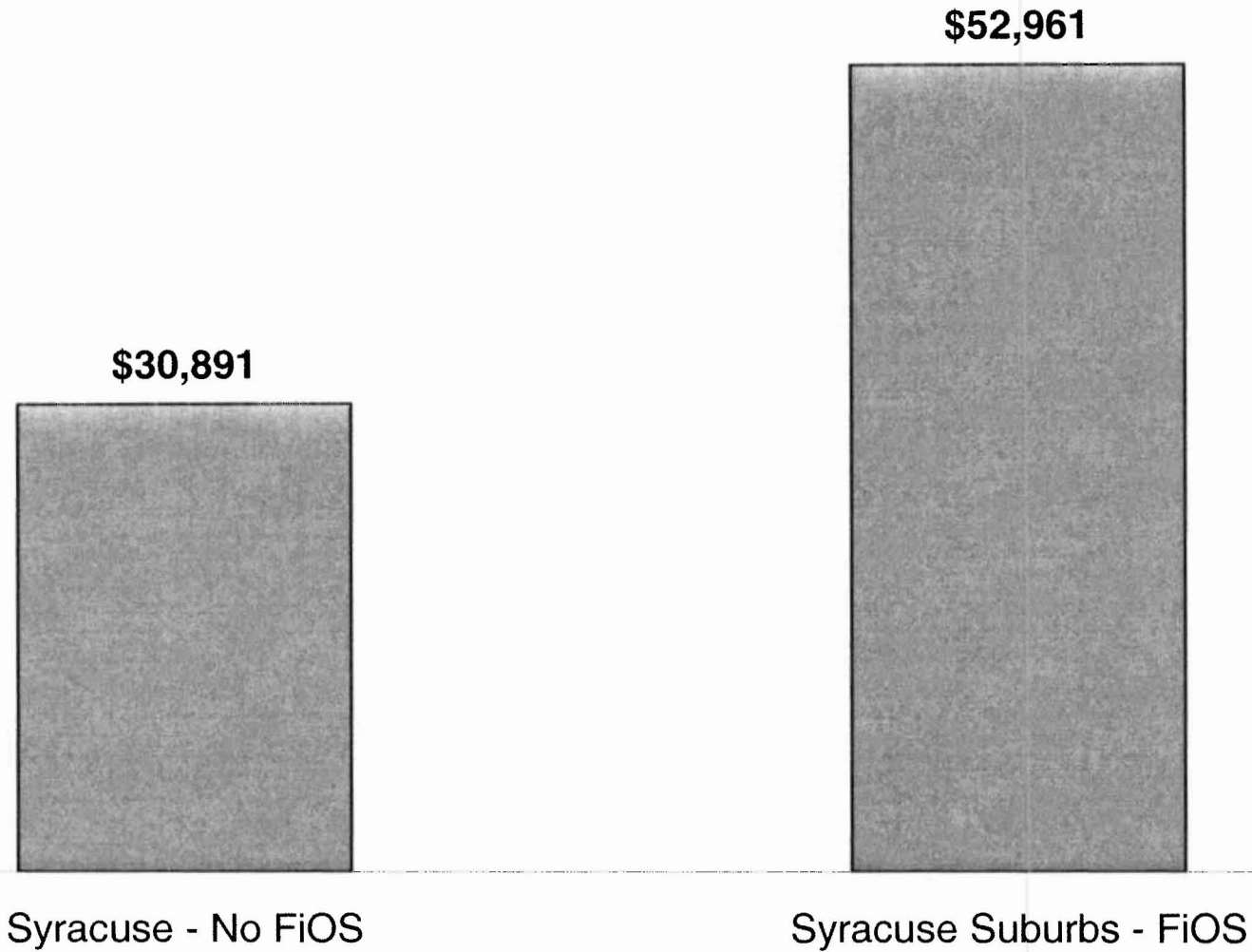
## Percent Minority Population



*FiOS suburbs include towns of Camillus, Cicero, Clay, De Witt, Geddes, Lysander, Salina, Van Buren; villages of Baldwinsville, Fayetteville, Liverpool, Skaneateles*

*Source: U.S. Census Bureau, American Community Survey, 2006-2010*

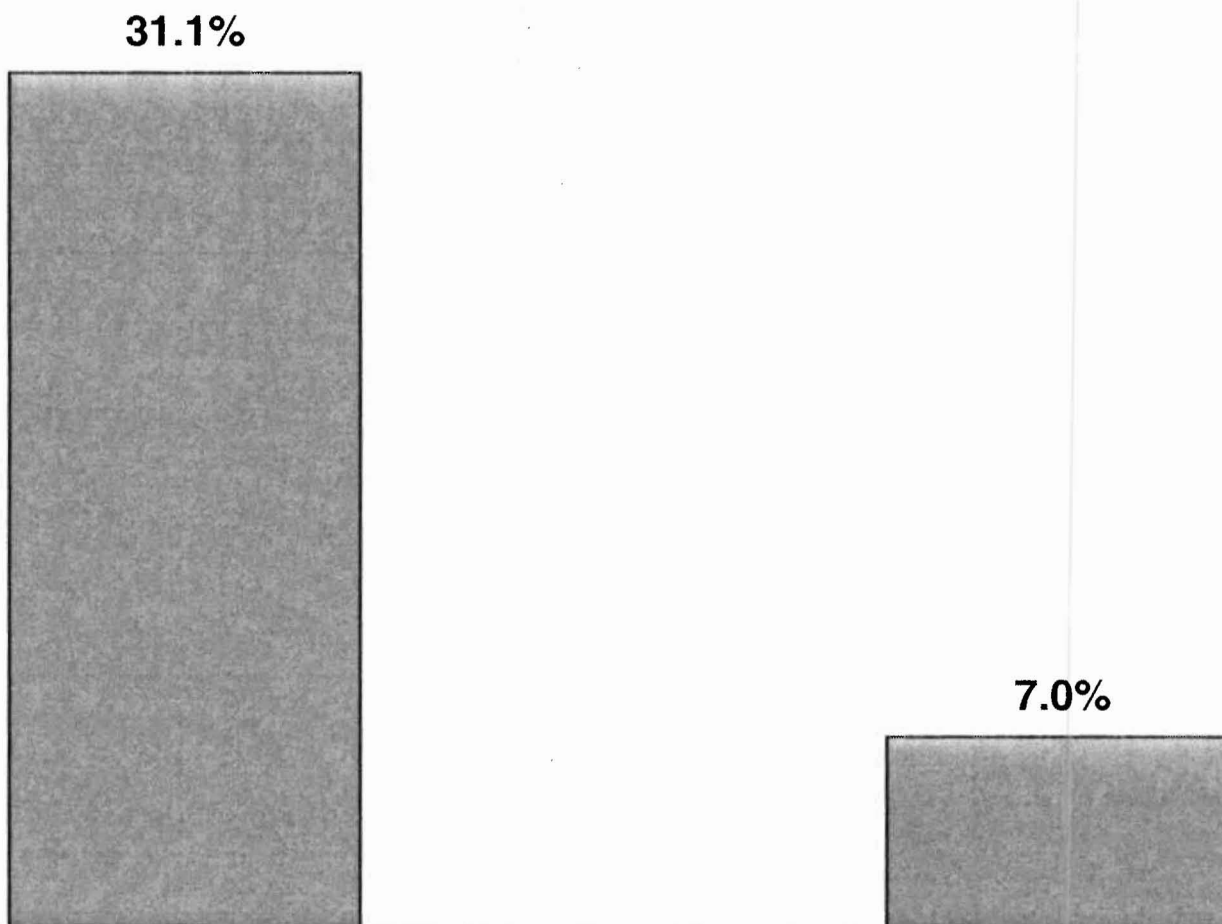
## Median Household Income



*FiOS suburbs include towns of Camillus, Cicero, Clay, De Witt, Geddes, Lysander, Salina, Van Buren; villages of Baldwinsville, Fayetteville, Liverpool, Skaneateles*

*Source: U.S. Census Bureau, American Community Survey, 2006-2010*

## Percent Households Below Poverty Line



Syracuse - No FiOS

Syracuse Suburbs - FiOS

*FiOS suburbs include towns of Camillus, Cicero, Clay, De Witt, Geddes, Lysander, Salina, Van Buren; villages of Baldwinsville, Fayetteville, Liverpool, Skaneateles*

*Source: U.S. Census Bureau, American Community Survey, 2006-2010*



## **ATTACHMENT C**

May 16, 2012

The Honorable Julius Genachowski  
Chairman  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

The Honorable Eric H. Holder  
U.S. Department of Justice  
950 Pennsylvania Avenue, NW  
Washington, DC 20530

Dear Chairman Genachowski and Attorney General Holder,

As the mayors of the major urban centers in upstate New York, we write to express our concerns with the Verizon Wireless/cable company alliance that your agencies are currently reviewing.

We are deeply worried that the anti-competitive partnership between Verizon Wireless, the nation's largest wireless provider, and four of the leading cable companies – Comcast, Time Warner Cable, Cox, and Bright House Networks – will have a negative impact on economic development and job creation in our cities, leading to higher prices, fewer service options, and a growing digital divide.

In December 2011, Verizon Wireless and the four cable companies announced a transaction that includes not only Verizon's purchase of wireless spectrum but also joint marketing agreements in which the parties agree to promote, market, and sell each other's products and services and to form a joint venture to develop, on an exclusive basis, proprietary new technologies.

Our cities are the largest population centers in New York State, after New York City. Collectively, nearly than 750,000 people, thousands of businesses, major medical centers and universities, a vibrant financial sector, a strong manufacturing base, as well as the state capital, are located in our upstate New York cities. However, broadband and cable infrastructure which are so vital to economic growth, jobs, and the social fabric have not kept pace.

Verizon has not built its all-fiber FiOS network in any of our densely-populated cities. Not in Albany, Binghamton, Buffalo, Cortland, Elmira, Kingston, Syracuse, Troy, and Utica. Yet, Verizon has expanded its FiOS network to the suburbs ringing Buffalo, Albany, Troy, and Syracuse, as well as many places in the Hudson Valley, and most of downstate New York. As a result, the residents and businesses in our cities are disadvantaged relative to their more affluent suburban neighbors who have access to Verizon's FiOS, providing competitive choice in high-speed broadband and video services.

As you are well aware, high-speed broadband is critical to economic development and job creation, as well as improvements in health care, education, public safety, and civic discourse which is so essential to communal life. The economic health of our cities and our upstate region depends upon access to the same first-rate communications infrastructure available to the New York City metropolitan region and the suburban communities that ring our cities. Despite Verizon's past refusal to build its FiOS network in our cities, we were hopeful that this situation would change because, as Verizon's top executives recently noted, FiOS' strong financial performance would lead the company to "fill in" gaps in its FiOS network.

But now, as a result of the Verizon/cable joint marketing agreements, we fear that Verizon will never build its FiOS network in our cities. These commercial agreements appear to eliminate any incentive that Verizon might have had to expand its all-fiber network to our high-density urban centers. After all,

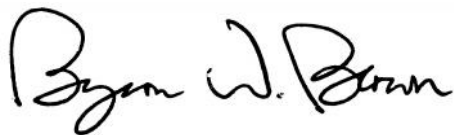
Verizon Wireless, a subsidiary of Verizon Communications, will now be able to sell Time Warner's video and broadband service as part of their bundled package in our communities.

Moreover, Verizon recently announced that it will no longer sell stand-alone DSL services. This leaves the citizens and businesses in our cities and region captive to the dominant cable and broadband provider, which in our region is Time Warner Cable. Without consumer choice and competitive alternative, consumers and businesses will experience rising prices for video, Internet, and voice telephony services, less innovation, and reduced quality of service.

In addition, thousands of good, middle-class jobs that would otherwise be needed to build, maintain, service, and sell the Verizon FiOS network will go away. These jobs are vital to our region.

As you review the Verizon Wireless/cable transaction, we strongly urge you to examine the impact of this transaction on competition and consumer choice, and ensure that our communities are not left behind.

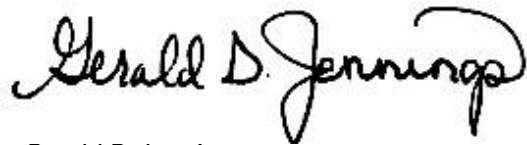
Sincerely,



Byron W. Brown  
Mayor, City of Buffalo



Stephanie A. Miner  
Mayor, City of Syracuse



Gerald D. Jennings  
Mayor, City of Albany



Matthew T. Ryan  
Mayor, City of Binghamton



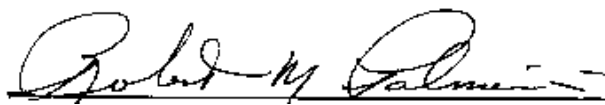
Shayne R. Gallo  
Mayor, City of Kingston



Susan Skidmore  
Mayor, City of Elmira



Brian Tobin  
Mayor, City of Cortland



Robert Palmieri  
Mayor, City of Utica



Lou Rosamilla  
Mayor, City of Troy

<b>Cities without Verizon FiOS Compared to Surrounding Suburbs with FiOS Median Household Income, Poverty Rate, % Minority</b>			
	<b>% Minority</b>	<b>Median Household Income</b>	<b>Poverty Rate</b>
Buffalo - No Verizon FiOS	44.9%	\$29,285	28.8%
Buffalo Suburbs with Verizon FiOS	4.9%	\$56,925	8.2%
Albany - No Verizon FiOS	44.8%	\$39,158	25.3%
Troy - No Verizon FiOS	28.6%	\$36,675	25.1%
Albany Suburbs with FiOS	13.4%	\$70,540	5.4%
Kingston – No Verizon FiOS	31.5%	\$44,939	15%
Syracuse - No Verizon FiOS	38.0%	\$30,891	31.1%
Syracuse Suburbs with Verizon FiOS	6.7%	\$52,961	7.0%
<i>Source: Calculations based on U.S. Census, American Community Survey, 2006 through 2010</i>			

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## **ATTACHMENT D**



NAACP Maryland State Conference  
P.O. Box 9702  
Arnold, Maryland 21012

March 8, 2012

March 6, 2012

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

Re: Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC For Consent To Assign Licenses; Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC, WT Docket No. 12-4

Dear Ms. Dortch:

On behalf of the Maryland State Conference of the National Association for the Advancement of Colored People (NAACP), I am writing to express our concern over Verizon Wireless' joint marketing and spectrum acquisition agreement with cable companies.

The Maryland State NAACP's objectives include ensuring the political, educational, social, and economic equality of all citizens. This anticipated merger where Verizon Wireless and the major cable companies (Comcast, Time Warner, Bright House Networks and, in a separate deal, Cox) will jointly market each other's products could detract from this effort. I understand that Verizon Wireless and the cable companies will offer a "quadruple play:" wireless service, broadband, video content ("cable TV"), and telephone service and Verizon Wireless will also purchase \$3.9 billion worth of wireless spectrum from Comcast, Time Warner, and Bright House Networks.

Economic equality for all citizens demands opportunity and stable pricing. By approving this merger without certain conditions potentially compromises advancement in our pursuit for economic parity in the following ways:

- This deal could easily increase prices and lower services for consumers by reversing the long-time rivalry between cable and telephone companies and creating an alliance with overwhelming market power to stifle competition. Additionally, such a merger is a contrary to the purpose of the Telecommunications Act of 1996, which intends to generate competition for the benefit of consumers with lower prices, better service and innovation.
- Additionally, in Baltimore where there is a significant African American population, the merger will create an incentive for Verizon not to compete against its new

cable partners. And, as a result, Verizon will not build out FiOS into Baltimore or other areas. High-speed fiber optic networks are vital for economic competitiveness. High-speed, fiber-optic networks are vital for economic competitiveness. Currently, Verizon's FiOS is the only all fiber-optic commercially-available network for businesses and households. Other advanced industrialized nations have already deployed fiber-optic networks on a large-scale; they recognize that high-speed fiber is the competitive infrastructure of the 21st century. Much of the suburban areas outside of Baltimore already have FiOS. The City of Baltimore will never get a fiber-optic network if this deal is approved, which concerns me greatly

- Under this transaction, as mentioned, Baltimore will never get a fiber-optic network and the City will be at a disadvantage. The direct job loss will be the hundreds of technicians that would be employed building, installing and maintaining FiOS in the area. The indirect costs of this deal are even higher: the lack of competition in telecommunications will raise prices and reduce service quality. If Baltimore is never wired for fiber-optic service, the City's residents and businesses will not be able to use applications that require truly high-speed internet, reducing job creation, educational opportunity, and participation in civic life. While the precise impact on jobs is difficult to predict, broadband investment leads to job creation. Lack of investment will leave the Baltimore less able to develop economically.

- The Verizon Wireless/Comcast/Time Warner/Cox behemoth will use its market power and quadruple play to destroy competitors. Since wireless, cable, internet and internet-telephone prices are unregulated, prices and service quality will be subject to the desires of an unregulated monopoly by these telecommunication giants. The quadruple play services are not luxuries; in the 21st century, they are essential services. Yet without any competition, the Verizon/Time Warner/Comcast quasi-monopoly will extract high economic rents by forcing up prices and reducing service quality.

I hope that the Federal Communications Commission will require conditions to improve this proposal before approving such a transaction. I respectfully request that the FCC consider requiring FiOS build out in the City of Baltimore and other urban environments along with other pro-competitive conditions.

Sincerely,

A handwritten signature in cursive script, appearing to read "Elbridge James".

Elbridge James

## **ATTACHMENT E**



## Feds key on 'most-favored nation' in Verizon deal

Politico

<https://www.politicopro.com/story/tech/?id=11117>

The FCC and DOJ have questions about the deal's impact on the burgeoning market for online video.

By [BROOKS BOLIEK](#) AND [ELIZABETH WASSERMAN](#) | 4/30/12 4:34 PM EDT

Federal authorities are keying into contractual provisions of the proposed Verizon-SpectrumCo deal in which the parties provide "most favored nation" status to each other in pricing or other terms that could harm competition.

A knowledgeable source told POLITICO that both the FCC and the Justice Department have concerns about whether the deal — in which a consortium of cable companies would sell spectrum licenses to Verizon for \$3.6 billion and then the parties would also sell one another's products — violates antitrust laws.

The MFNs are contractual provisions that reference third parties and/or competitors, and in the Verizon-SpectrumCo agreement these provisions are raising alarm bells on both sides of the deal.

Officials with the DOJ and the FCC declined to comment, saying the investigations were ongoing. While MFN deals have raised concerns in the past, they are not necessarily anti-competitive on their face. The agencies examine them on a case-by-case basis. Verizon and Comcast declined to comment on Monday.

Authorities are concerned about whether the cable agreements with Verizon would prevent competing wireless providers from being able to use cable facilities for "backhaul" to unload wireless traffic to Wi-Fi or landline broadband connections, or whether the cable companies would give preferential treatment to Verizon, the source said.

At the same time, the agencies have questions about the deal's impact on the burgeoning market for online video, in which companies such as Netflix, Google, Hulu and others compete. Among the questions the agencies have is whether the sale of wireless broadband together with wireline video services to consumers would be used to stifle competition in the market, the source said.

The concern is that Verizon and the cable companies could force online video providers to potentially use one system for distribution, and therefore jack up prices or otherwise thwart competition through contractual terms.

The online video market was a focal point of concern in the government's approval of the Comcast-NBC Universal merger more than a year ago. As a condition of approval, the companies agreed to adhere to the FCC's net neutrality rules in treating all Internet traffic equally.

In December, Verizon and SpectrumCo — a joint venture between Comcast Corporation, Time Warner Cable and Bright House Networks — announced a deal for the cable companies to sell 122 advanced wireless spectrum licenses covering 259 million POPs for \$3.6 billion to Verizon. The deal also set up a series of agreements that allow the cable companies and Verizon Wireless to become agents to sell one another's products.

Over time, the cable companies will have the option of selling Verizon Wireless's service on a wholesale basis.

"Most-favored nation" clauses have recently attracted the interest of antitrust officials.

Justice filed an antitrust suit against Blue Cross Blue Shield of Michigan in 2010, alleging that provisions of the company's accords with hospitals would raise prices, bar other insurers from the market and discourage discounts. DOJ said the challenged provisions were MFN clauses. "In the health care context, MFN provisions generally refer to contractual clauses between health insurance plans [buyers] and health care providers [sellers] that essentially guarantee that no other plan can obtain a better rate than the plan wielding the MFN," the DOJ said in a release.

MFNs are also an issue in the DOJ's lawsuit against Apple and e-book publishers, which alleges that such an agreement prevented the retail price of e-books from dropping below a certain level.

## **Hoping for FiOS, some cities now feel abandoned by Verizon**

April 29, 2012|By Bob Fernandez, Philadelphia INQUIRER STAFF WRITER

[http://articles.philly.com/2012-04-29/business/31475013\\_1\\_fios-verizon-wireless-wireless-spectrum](http://articles.philly.com/2012-04-29/business/31475013_1_fios-verizon-wireless-wireless-spectrum)

Years after Verizon Communications Inc. wired the suburbs of Boston, Buffalo, and Baltimore with superfast Internet, more than one million residents in the poorer urban neighborhoods of those metro areas are still waiting for FiOS.

Ditto, according to a union representing Verizon workers, for Syracuse, Albany, Erie, Scranton, and other Northeast cities. No FiOS.

City officials didn't think that would last. They believed — hoped — that Verizon would get around to them to compete head to head with the cable companies.

But now, they say, those hopes are dashed. Verizon Wireless, a subsidiary of Verizon, has formed partnerships with Comcast Corp., Time Warner Cable, and Bright House Networks that critics consider a truce among the telecom giants that could diminish price and customer-service competition for high-speed Internet. There will be little incentive, they say, for Verizon to expand FiOS into their cities.

Others have even suggested that Verizon could abandon FiOS.

Verizon denies any such plan. “That is a groundless concern,” general counsel Randal S. Milch told senators at a public hearing in March in Washington. The company is investing \$23 billion into FiOS, he said, and it won’t walk away.

But an additional investment of billions in FiOS seems unlikely, leaving some cities feeling as if they are permanent FiOS have-nots.

“It’s an arrogant stand,” Buffalo Councilman Darius Pridgen said in a phone interview Thursday, referring to Verizon’s decision to upgrade other areas in upstate New York with FiOS, but not financially distressed Buffalo. “It’s advertised in the city, but it’s not available in the city.”

Buffalo residents, Pridgen said, have spoken out and held demonstrations over FiOS — or the lack of it. As regards negotiations with Verizon for FiOS, he said, “we’re at a dead-end.”

Based on deals announced late last year, Verizon Wireless will acquire wireless spectrum from the cable companies for \$3.6 billion. In separate agreements announced at the same time as the spectrum sale, Verizon Wireless and the cable companies agreed to form joint marketing partnerships to sell TV, Internet, traditional wirelike phone service, and mobile phone service. Comcast and Verizon Wireless launched the marketing partnerships early this year in several states. The Federal Communications Commission and the Justice Department are analyzing the deals for public benefits and anticompetitive concerns. Some believe that the deals should be rejected, but others don’t think they pose a threat to consumers. One concern is that Verizon Wireless, the nation’s largest wireless carrier, could be hoarding spectrum and making it difficult for others to compete.

Verizon and Comcast say the deals benefit consumers by putting spectrum into the hands of Verizon Wireless, which can use it to satisfy booming demand placed on wireless services. In addition, they say, the quad-play bundles expand choice for consumers, who can buy the four services in one place at one time.

Verizon officials say the \$23 billion it is putting into FiOS allows the upgraded network to connect 18 million homes, or about 70 percent of its traditional phone footprint, in 12 states and Washington. That rollout will take several more years. The company made economic decisions on where to invest in FiOS, and in 2009, it indicated that it would not be expanding FiOS to new franchise areas.

Verizon spokesman Edward McFadden said the decision to build the FiOS network was not popular on Wall Street. “We got hammered,” he said, “and our shareholders were punished for this.”

Verizon will have a strong incentive to maintain its FiOS business because of the huge investment and because it is now such a large revenue producer, McFadden said. As for why FiOS was deployed where it was, he said, “This is what we could do within the window, and that’s where we are.”

Philadelphia made the cut. In early 2009, Verizon obtained a 15-year video-franchise license by agreeing to extend the FiOS network throughout the city by 2016. Officials here insisted that Verizon expand the service in both poorer and more-affluent neighborhoods at the same time, and set benchmarks.

City Councilman James Kenney recently called for a public hearing amid complaints that Verizon was running FiOS lines, but not connecting the lines to individual homes.

Over Verizon's objections, City Council approved a resolution April 19 to hold a public hearing on the matter. No date has been set. Verizon spokesman Lee Gierczynski said the company agreed as part of its franchise agreement to provide information on the build-out privately to the city, but not publicly.

The first benchmark, Gierczynski said, is for Verizon to expand FiOS to 45 percent of the city's homes by 2013, and the company "is on target to meet or exceed that goal."

Baltimore wishes it had the same deal. It's a Comcast-only city, and that steams Councilman William Cole, who represents 25 neighborhoods and the downtown area.

Verizon advertises FiOS at Orioles games and at the Inner Harbor entertainment district in the city, Cole said, but "you call them, and you can't get it here. ... It's clear we were skipped for a reason."

Not extending FiOS could cost thousands of jobs, said Debbie Goldman, a policy director for the Communications Workers of America, which represents Verizon's unionized employees.

Competition between the cable companies and the phone companies was the promise of the sweeping 1996 Telecom Act, Goldman said.

"They wanted deregulation, and they said they would compete," she said. "This marks the beginning of the surrender, this truce."

Comcast executive David Cohen has said the agreements would not diminish competition between the cable giant and Verizon.

At the March public hearing, Milch said: "We have every incentive to continue to compete hard with FiOS against cable."

Contact Bob Fernandez at 215-854-5897 or [bob.fernandez@phillynews.com](mailto:bob.fernandez@phillynews.com).